

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware
(State)Case number (if known): _____ Chapter 11☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/24

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.**1. Debtor's Name** Fivemiletown Holdings Limited**2. All other names debtor used in the last 8 years** FIVEMILETOWN HOLDINGS LTDInclude any assumed names, trade names, and *doing business as* names**3. Debtor's federal Employer Identification Number (EIN)** n/a; Cyprus tax no. 12163722D**4. Debtor's address** **Principal place of business** **Mailing address, if different from principal place of business**26, Nikis Avenue
Number Street

Number Street

5th floor, Office 5011086, Nicosia, Cyprus
City State Zip Code

City State Zip Code

Location of principal assets, if different from principal place of businessCounty

Number Street

City State Zip Code

5. Debtor's website (URL) https://paramountgroup.com/**6. Type of debtor**
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor Fivemiletown Holdings Limited
Name

Case number (if known) _____

7. Describe debtor's business**A. Check One:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.3364**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check One:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725 (amount subject to adjustment on 4/01/25 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?☒ No☐ Yes.District _____ When MM/DD/YYYY Case number _____District _____ When MM/DD/YYYY Case number _____

If more than 2 cases, attach a separate list.

Debtor Fivemiletown Holdings Limited
Name

Case number (if known) _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No
☒ Yes.See Schedule 1Relationship AffiliateDebtor
District DelawareWhen 08 / 15 / 2024
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

11. Why is the case filed in this district?*Check all that apply:*

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention? (Check all that apply.)**

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number Street

City

State

Zip Code

Is the property insured?☐ No☐ Yes. Insurance
agency

Contact name

Phone

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors¹

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input checked="" type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

¹ Estimated number of creditors noted here is provided on a consolidated basis.

Debtor Fivemiletown Holdings Limited
Name

Case number (if known) _____

15. Estimated assets²	<input type="checkbox"/>	\$0-\$50,000	<input type="checkbox"/>	\$1,000,001-\$10 million	<input checked="" type="checkbox"/>	\$500,000,001-\$1 billion
	<input type="checkbox"/>	\$50,001-\$100,000	<input type="checkbox"/>	\$10,000,001-\$50 million	<input type="checkbox"/>	\$1,000,000,001-\$10 billion
	<input type="checkbox"/>	\$100,001-\$500,000	<input type="checkbox"/>	\$50,000,001-\$100 million	<input type="checkbox"/>	\$10,000,000,001-\$50 billion
	<input type="checkbox"/>	\$500,001-\$1 million	<input type="checkbox"/>	\$100,000,001-\$500 million	<input type="checkbox"/>	More than \$50 billion

16. Estimated liabilities³	<input type="checkbox"/>	\$0-\$50,000	<input type="checkbox"/>	\$1,000,001-\$10 million	<input type="checkbox"/>	\$500,000,001-\$1 billion
	<input type="checkbox"/>	\$50,001-\$100,000	<input type="checkbox"/>	\$10,000,001-\$50 million	<input type="checkbox"/>	\$1,000,000,001-\$10 billion
	<input type="checkbox"/>	\$100,001-\$500,000	<input type="checkbox"/>	\$50,000,001-\$100 million	<input type="checkbox"/>	\$10,000,000,001-\$50 billion
	<input type="checkbox"/>	\$500,001-\$1 million	<input checked="" type="checkbox"/>	\$100,000,001-\$500 million	<input type="checkbox"/>	More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08 / 15 / 2024
MM/ DD / YYYY

X/s/ George Sophocleous

Signature of authorized representative of debtor

George Sophocleous

Printed name

Title Authorized Person**18. Signature of attorney****X**/s/ Matthew B. Lunn

Signature of attorney for debtor

Date

08 / 15 / 2024

MM/DD/YYYY

Matthew B. Lunn

Printed name

Young Conaway Stargatt & Taylor, LLP

Firm name

Rodney Square, 1000 North King Street

Number Street

Wilmington

City

DE

State

19801

ZIP Code

(302) 571-6600

Contact phone

mlunn@ycst.com

Email address

4119

Bar number

Delaware

State

² Estimated number of assets and liabilities noted here are provided on a consolidated basis.

³ Estimated number of assets and liabilities noted here are provided on a consolidated basis.

Fill in this information to identify the case:	
United States Bankruptcy Court for the:	
District of Delaware	
(State)	
Case number (if known):	Chapter <u>11</u>

Schedule 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the District of Delaware for relief under chapter 11 of title 11 of the United States Code. The Debtors plan to file a motion with the Court requesting joint administration of these cases for procedural purposes only under the case number assigned to the chapter 11 case of **Fivemiletown Holdings Limited**.

Debtor	Jurisdiction
Fivemiletown Holdings Limited	Cyprus
Paramount Group Ltd	United Arab Emirates
Paramount Intellectual Property Holdings, Inc.	Delaware
Paramount Logistics Corporation Limited	Cyprus

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
FIVEMILETOWN HOLDINGS LIMITED**

July 25, 2024

THE UNDERSIGNED, being all the members of the Board of Directors (the “Board”) of Fivemiletown Holdings Limited, a Cyprus entity (the “Company”), hereby consent (this “Unanimous Consent”) that the actions recited herein shall be deemed the actions of the Board with the same effect as if taken at a duly noticed and called meeting of the Board, as of the date set forth above:

WHEREAS, the Board has reviewed and considered the financial and operational condition of the Company and its business on the date hereof, including the assets and current and long-term liabilities of the Company;

WHEREAS, the Board has received, reviewed, and considered the recommendations of the senior management of the Company and the Company’s legal and financial advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”); and

WHEREAS, the Board has determined that it is in the best interests of the Company and the Company’s creditors, stockholders, and other interested parties to commence a case under the Bankruptcy Code.

NOW, THEREFORE, BE IT:

Commencement and Prosecution of the Bankruptcy Case

RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, stockholders, and other interested parties that a voluntary petition (a “Petition”) be filed by the Company in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) commencing a case (the “Bankruptcy Case”) under the provisions of chapter 11 of the Bankruptcy Code; and be it further

RESOLVED, that the filing of a Petition on behalf of the Company be, and hereby is, approved, authorized, and adopted in all respects and that the Company’s officers, directors, and other authorized persons (collectively, the “Authorized Persons”) on behalf of the Company be, and each of them, acting alone or in any combination, hereby are, authorized, empowered and directed on behalf of the Company, to execute, acknowledge, deliver, and verify the Petition and to cause the same to be filed with the Bankruptcy Court at such time and in such form as the Authorized Persons may determine (which approval and authorization thereof shall be conclusively evidenced by the filing of the Petition with the Bankruptcy Court); and be it further

RESOLVED, that the Authorized Persons of the Company on behalf of the Company be, and each of them, acting alone or in any combination, hereby are, authorized and empowered to (a) execute and file the Petition, lists, motions, applications, pleadings, declarations, and other papers that the Authorized Persons may determine necessary or proper in connection with the

Bankruptcy Case, (b) execute, acknowledge, deliver, and verify any and all documents necessary or proper in connection with the Petition and to administer the Bankruptcy Case in such form or forms as the Authorized Persons may determine are necessary or proper in order to effectuate this Unanimous Consent, and (c) engage any professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants, brokers or other experts, as the Authorized Persons determine necessary or proper to accomplish the purposes of this Unanimous Consent, with any such determinations being conclusively evidenced by the executing, filing, acknowledging, delivering, verifying, or engaging thereof by the Authorized Persons; and be it further

RESOLVED, that in connection with the Bankruptcy Case, the Authorized Persons shall be, and each of them, acting alone or in any combination, hereby are, authorized, directed, and empowered, in the name and on behalf of the Company, as a debtor and debtor in possession, to negotiate, execute, and deliver such agreements for the use of cash collateral in connection with the Bankruptcy Cases as are necessary or proper, which agreement(s) may require the Company to acknowledge the debt and liens of existing loans, grant liens, and pay interest; and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate agreements and related ancillary documents; and be it further

RESOLVED, that, in connection with the Bankruptcy Case, the Authorized Persons shall be, and each of them, acting alone or in any combination, hereby are, authorized, directed, and empowered, in the name and on behalf of the Company, as a debtor and debtor in possession, to (a) negotiate, execute, and deliver such agreements for postpetition financing in connection with the Bankruptcy Cases as are necessary or proper, (b) pledge and grant liens on the Company's assets as may be contemplated by or required under the terms of such postpetition financing, and (c) execute, deliver, verify, and file, as applicable, or cause to be executed, delivered, verified, or filed, and to amend, supplement, or otherwise modify from time to time, all necessary and appropriate documents, including, without limitation, affidavits, schedules, motions, pleadings, and other documents, agreements, and papers, postpetition financing documents, and loan agreements (including any ancillary documents thereto) in such form as the Authorized Persons may approve, and to take any and all actions that the Authorized Persons determine advisable, necessary, or appropriate in connection with any postpetition financing or any cash collateral usage contemplated hereby or thereby (such approval to be conclusively evidenced by the execution thereof or the taking of such action by the Authorized Persons); and be it further

Retention of Professionals

RESOLVED, that the law firm of Paul Hastings LLP ("Paul Hastings") shall be, and hereby is, authorized, directed, and empowered to represent the Company as general bankruptcy counsel, to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in the Bankruptcy Case; and in connection therewith, the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Paul Hastings; and be it further

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP (“Young Conaway”) shall be, and hereby is, authorized, directed, and empowered to represent the Company as Delaware bankruptcy counsel, to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights, including the preparation of pleadings and filings in the Bankruptcy Case; and in connection therewith, the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway; and be it further

RESOLVED, that Alvarez & Marsal (“Alvarez”) shall be, and hereby is, authorized, directed, and empowered to provide to the Company restructuring advisors to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations in connection with the Bankruptcy Case; and in connection therewith, the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate motion or application for authority to retain the services of Alvarez; and be it further

RESOLVED, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby are, authorized, directed, and empowered, on behalf of and in the name of the Company, to employ any other individual or firm as professionals, consultants, financial advisors, or investment bankers for or to the Company as deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code, including, without limitation, a claims and noticing agent for the Bankruptcy Case (any such individual or firm together with Paul Hastings, Young Conaway and Alvarez, collectively, the “Advisors”), and in connection therewith, the Authorized Persons be, and each of them, acting alone or in any combination, hereby are, authorized, directed, and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application or motion for authority to retain the services of such individual or firm; and be it further

RESOLVED, that the Advisors are hereby authorized to take any and all actions necessary or desirable to advance the Company’s rights and obligations in connection with, and to facilitate, the Bankruptcy Case; and be it further

General Resolutions

RESOLVED, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby are, authorized, directed, and empowered, in the name and on behalf of the Company, as a debtor and debtor in possession, to negotiate, execute, deliver, and perform on behalf of the Company such actions and execute, acknowledge, deliver, and verify such agreements, certificates, instruments, guaranties, notices, and any and all other documents, and to amend, supplement, or otherwise modify from time to time agreements, certificates, instruments, guaranties, notices, and all other documents, including, without limitation, affidavits, schedules,

motions, pleadings, and other documents, agreements, and papers, in such form as such Authorized Persons may approve, and to take any and all actions that the Authorized Persons determine advisable, necessary, or appropriate in connection with the Bankruptcy Case or as the Authorized Persons may deem necessary or proper to facilitate the transactions contemplated by this Unanimous Consent (such approval and the approval of the Board to be conclusively evidenced by the execution thereof or the taking of such action by the Authorized Persons); and be it further

RESOLVED, that all acts done or actions taken prior to the date hereof by the Authorized Persons or any Advisors with respect to any transactions contemplated by this Unanimous Consent, or otherwise in preparation for or in connection with the Bankruptcy Case, or any proceedings related thereto, or any matter related thereto, be and hereby are, adopted, approved, authorized, ratified, and confirmed in all respects as the acts and deeds of the Company; and be it further

RESOLVED, that this Unanimous Consent shall be delivered to the Company and shall be filed with the minutes of proceedings of the Board and the books and records of the Company; and be it further

RESOLVED, that facsimile, photostatic copies of, or other electronic generated signatures to this Unanimous Consent shall be deemed to be originals and may be relied on to the same extent as the originals; and it is further

RESOLVED, this Unanimous Consent may be executed in multiple counterparts, all of which, taken together, shall constitute one and the same document, and shall be effective as of the date first written above when signed by all of the members of the Board.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned members of the Board have executed this Unanimous Consent as of the date set forth below.

Date: July 25, 2024

George Sophocleous

Panayiotis Koutsoftas

**UNANIMOUS WRITTEN CONSENT OF
THE SHAREHOLDER OF
FIVEMILETOWN HOLDINGS LIMITED**

July 25, 2024

NERMOSIA LIMITED, being the sole shareholder (the “Shareholder”) of Fivemiletown Holdings Limited, a Cyprus entity (the “Company”), hereby consents (this “Unanimous Consent”) that the actions recited herein shall be deemed the actions of the Shareholder with the same effect as if taken at a duly noticed and called meeting of the shareholders of the Company, as of the date set forth above:

WHEREAS, the Shareholder has reviewed and considered the financial and operational condition of the Company and its business on the date hereof, including the assets and current and long-term liabilities of the Company;

WHEREAS, the Shareholder has received, reviewed, and considered the recommendations of the senior management of the Company and the Company’s legal and financial advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”);

WHEREAS, the Board of Directors (the “Board”) of the Company has determined that it is in the best interests of the Company and the Company’s creditors, stockholders, and other interested parties to commence a case under the Bankruptcy Code; and

WHEREAS, after considering the recommendation of the Board, the Shareholder has also determined that it is in the best interests of the Company and the Company’s creditors, stockholders, and other interested parties to commence a case under the Bankruptcy Code; and

NOW, THEREFORE, BE IT:

Commencement and Prosecution of the Bankruptcy Case

RESOLVED, that, in the judgment of the Shareholder, it is desirable and in the best interests of the Company, its creditors, stockholders, and other interested parties that a voluntary petition (a “Petition”) be filed by the Company in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) commencing a case (the “Bankruptcy Case”) under the provisions of chapter 11 of the Bankruptcy Code; and be it further

RESOLVED, that the filing of a Petition on behalf of the Company be, and hereby is, approved, authorized, and adopted in all respects and that the Company’s officers, directors, and other authorized persons (collectively, the “Authorized Persons”) on behalf of the Company be, and each of them, acting alone or in any combination, hereby are, authorized, empowered and directed on behalf of the Company, to execute, acknowledge, deliver, and verify the Petition and to cause the same to be filed with the Bankruptcy Court at such time and in such form as the Authorized Persons may determine (which approval and authorization thereof shall be conclusively evidenced by the filing of the Petition with the Bankruptcy Court); and be it further

RESOLVED, that the Authorized Persons of the Company on behalf of the Company be, and each of them, acting alone or in any combination, hereby are, authorized and empowered to (a) execute and file the Petition, lists, motions, applications, pleadings, declarations, and other papers that the Authorized Persons may determine necessary or proper in connection with the Bankruptcy Case, (b) execute, acknowledge, deliver, and verify any and all documents necessary or proper in connection with the Petition and to administer the Bankruptcy Case in such form or forms as the Authorized Persons may determine are necessary or proper in order to effectuate this Unanimous Consent, and (c) engage any professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants, brokers or other experts, as the Authorized Persons determine necessary or proper to accomplish the purposes of this Unanimous Consent, with any such determinations being conclusively evidenced by the executing, filing, acknowledging, delivering, verifying, or engaging thereof by the Authorized Persons; and be it further

RESOLVED, that in connection with the Bankruptcy Case, the Authorized Persons shall be, and each of them, acting alone or in any combination, hereby are, authorized, directed, and empowered, in the name and on behalf of the Company, as a debtor and debtor in possession, to negotiate, execute, and deliver such agreements for the use of cash collateral in connection with the Bankruptcy Cases as are necessary or proper, which agreement(s) may require the Company to acknowledge the debt and liens of existing loans, grant liens, and pay interest; and in connection therewith, the Authorized Persons are hereby authorized and directed to execute appropriate agreements and related ancillary documents; and be it further

RESOLVED, that, in connection with the Bankruptcy Case, the Authorized Persons shall be, and each of them, acting alone or in any combination, hereby are, authorized, directed, and empowered, in the name and on behalf of the Company, as a debtor and debtor in possession, to (a) negotiate, execute, and deliver such agreements for postpetition financing in connection with the Bankruptcy Cases as are necessary or proper, (b) pledge and grant liens on the Company's assets as may be contemplated by or required under the terms of such postpetition financing, and (c) execute, deliver, verify, and file, as applicable, or cause to be executed, delivered, verified, or filed, and to amend, supplement, or otherwise modify from time to time, all necessary and appropriate documents, including, without limitation, affidavits, schedules, motions, pleadings, and other documents, agreements, and papers, postpetition financing documents, and loan agreements (including any ancillary documents thereto) in such form as the Authorized Persons may approve, and to take any and all actions that the Authorized Persons determine advisable, necessary, or appropriate in connection with any postpetition financing or any cash collateral usage contemplated hereby or thereby (such approval to be conclusively evidenced by the execution thereof or the taking of such action by the Authorized Persons); and be it further

Retention of Professionals

RESOLVED, that the law firm of Paul Hastings LLP ("Paul Hastings") shall be, and hereby is, authorized, directed, and empowered to represent the Company as general bankruptcy counsel, to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in the Bankruptcy Case; and in connection therewith, the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and

empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Paul Hastings; and be it further

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP (“Young Conaway”) shall be, and hereby is, authorized, directed, and empowered to represent the Company as Delaware bankruptcy counsel, to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights, including the preparation of pleadings and filings in the Bankruptcy Case; and in connection therewith, the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway; and be it further

RESOLVED, that Alvarez & Marsal (“Alvarez”) shall be, and hereby is, authorized, directed, and empowered to provide to the Company restructuring advisors to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations in connection with the Bankruptcy Case; and in connection therewith, the Authorized Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate motion or application for authority to retain the services of Alvarez; and be it further

RESOLVED, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby are, authorized, directed, and empowered, on behalf of and in the name of the Company, to employ any other individual or firm as professionals, consultants, financial advisors, or investment bankers for or to the Company as deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code, including, without limitation, a claims and noticing agent for the Bankruptcy Case (any such individual or firm together with Paul Hastings, Young Conaway and Alvarez, collectively, the “Advisors”), and in connection therewith, the Authorized Persons be, and each of them, acting alone or in any combination, hereby are, authorized, directed, and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application or motion for authority to retain the services of such individual or firm; and be it further

RESOLVED, that the Advisors are hereby authorized to take any and all actions necessary or desirable to advance the Company’s rights and obligations in connection with, and to facilitate, the Bankruptcy Case; and be it further

General Resolutions

RESOLVED, that the Authorized Persons be, and each of them, acting alone or in any combination, hereby are, authorized, directed, and empowered, in the name and on behalf of the

Company, as a debtor and debtor in possession, to negotiate, execute, deliver, and perform on behalf of the Company such actions and execute, acknowledge, deliver, and verify such agreements, certificates, instruments, guaranties, notices, and any and all other documents, and to amend, supplement, or otherwise modify from time to time agreements, certificates, instruments, guaranties, notices, and all other documents, including, without limitation, affidavits, schedules, motions, pleadings, and other documents, agreements, and papers, in such form as such Authorized Persons may approve, and to take any and all actions that the Authorized Persons determine advisable, necessary, or appropriate in connection with the Bankruptcy Case or as the Authorized Persons may deem necessary or proper to facilitate the transactions contemplated by this Unanimous Consent (such approval and the approval of the Shareholder to be conclusively evidenced by the execution thereof or the taking of such action by the Authorized Persons); and be it further

RESOLVED, that all acts done or actions taken prior to the date hereof by the Authorized Persons or any Advisors with respect to any transactions contemplated by this Unanimous Consent, or otherwise in preparation for or in connection with the Bankruptcy Case, or any proceedings related thereto, or any matter related thereto, be and hereby are, adopted, approved, authorized, ratified, and confirmed in all respects as the acts and deeds of the Company; and be it further

RESOLVED, that this Unanimous Consent shall be delivered to the Company and shall be filed with the books and records of the Company; and be it further

RESOLVED, that facsimile, photostatic copies of, or other electronic generated signatures to this Unanimous Consent shall be deemed to be originals and may be relied on to the same extent as the originals; and it is further

RESOLVED, this Unanimous Consent shall be effective as of the date first written above when signed by the undersigned.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Unanimous Consent as of the date set forth below.

Dated: July 25, 2024

NERMOSIA LIMITED



By: G. Papadopoulos - M.E. Nominees Limited
Title: Director

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

<p>In re:</p> <p>Fivemiletown Holdings Limited,</p> <p style="text-align: right;">Debtor.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 24-____ (____)</p> <p>(Joint Administration Requested)</p>
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CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interests:

Shareholder	Approximate Percentage of Shares Held
Nermosia LTD	100%

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LIST OF EQUITY SECURITY HOLDERS¹

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
Fivemiletown Holdings Limited	Nermosia LTD	Menandrou, Gala Tower, 4th floor office, Nicosia 1066, Cyprus	100%

¹ This list serves as the disclosure required to be made by the debtor pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

Fill in this information to identify the case:Debtor name: Fivemiletown Holdings Limited, et al.

United States Bankruptcy Court for the District of Delaware

Case number (If known):

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 6 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 6 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 6 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 PARAMOUNT INDUSTRIES INNOVATION SYSTEMS GREECE S.A. AMFITHEAS AVENUE, PALAION FALIRON, ATTICA, 17564	GEORGES KYRIAKOS CEO PHONE: 302 10 364 3104 MOBILE: 306 94 640 0788 EMAIL: GEORGE.KYRIAKOS@PARAMOUNTGROUP.COM	PROFESSIONAL				\$2,232,000.00
2 ADV AP BEZUIDENHOUT 3RD FLOOR, LA CROISSETTE, CHEMIN VINGHT PIEDS GRAND BAIE MAURITIUS 30525	ANDRE BEZUIDENHOUT PHONE: 23052505573 EMAIL: ANDRE@BCOLLECTION.MU	TRADE				\$59,367.47
3 MICHAEL LEVY 10 ORIEL OFEKH STREET HERZLIA 46470 ISRAEL	MIKE LEVY PHONE: 27 83 603 2203 EMAIL: MIKE.LEVY@PARAMOUNTGROUP.COM	PROFESSIONAL				\$23,000.00
4 PARAMOUNT LOGISTICS CORPORATION LTD (MOZAMBIQUE) BIARRO CENTRAL, AV JULIUS NYERERE NO. 854 1 ANDAR DIREITO, MOZAMBIQUE	PETER REVELAS PHONE: 27 (11) 2667600 EMAIL: PETER.REVELAS@PARAMOUNTGROUP.COM	TRADE				\$10,000.00
5 SHANE COHEN 119 POLEG ST ROSH HAAYIN 4862720, ISRAEL	SHANE COHEN PHONE: 27 21 100 3774 EMAIL: SHANECOHEN1963@GMAIL.COM	PROFESSIONAL				\$4,896.30
6 ABU DHABI AUTONOMOUS SYSTEMS INVESTMENTS CO LLC PRESITGE TOWER 17, LEVEL 20, STREET 79, MOHAMED BIN ZAYED CITY, ABU DHABI, UAE C/O ALLEN & OVERY LLP 11TH FLOOR, BURJ DAMAN BUILDING AL MUSTAQBAL STREET, DUBAI INTERNATIONAL FINANCIAL CENTRE PO BOX 506678 DUBAI, UNITED ARAB EMIRATES	ALI ALYAFEI PHONE: 97124416400 EMAIL: ALI.ALYAFEI@ADASI.AE	LITIGATION	CONTINGENT, UNLIQUIDATED, AND DISPUTED			\$ --

Fill in this information to identify the case and this filing:	
Debtor Name:	Fivemiletown Holdings Limited
United States Bankruptcy Court for the:	District of Delaware
Case number (If known):	(State)

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors** 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 6 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other documents that require a declaration Corporate Ownership Statement, List of Equity Security Holders, and Authorizing Resolutions

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

08 / 15 / 2024
MM/ DD/YYYY

X/s/ George Sophocleous

Signature of individual signing on behalf of debtor

George Sophocleous

Printed name

Authorized Person

Position or relationship to debtor